

**UNITED STATES DISTRICT COURT
DISTRICT OF PUERTO RICO**

In re:

THE FINANCIAL OVERSIGHT AND MANAGEMENT
BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO, *et al.*,

Debtors.¹

PROMESA

Title III

No. 17 BK-3283-LTS

(Jointly Administered)

In re:

THE FINANCIAL OVERSIGHT AND MANAGEMENT
BOARD FOR PUERTO RICO,

as representative of

THE PUERTO RICO HIGHWAYS AND
TRANSPORTATION AUTHORITY,

Debtor.

PROMESA

Title III

No. 17 BK-3567-LTS

**RE: ECF No. 1399 in Case No.
17-3567**

**URGENT MOTION FOR EXTENSION OF DEADLINE
TO SUBMIT REVISED PROPOSED PLAN AND RELATED MATERIALS**

To the Honorable United States District Court Judge Laura Taylor Swain:

The Financial Oversight and Management Board for Puerto Rico (the “Oversight Board”), as sole Title III representative of the Puerto Rico Highways and Transportation Authority (“HTA” or the “Debtor”), pursuant to Section 315(b) of the *Puerto Rico Oversight, Management, and Economic Stability Act* (“PROMESA”),² respectfully submits this urgent motion for entry of an

¹ The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority (“PBA”) (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801). Title III case numbers are listed as Bankruptcy Case numbers due to software limitations.

² PROMESA is codified at 48 U.S.C. §§ 2101–2241.

order, substantially in the form attached hereto as **Exhibit A** (the “Proposed Order”), extending the filing deadline in the *Order to Submit Revised Proposed Plan and Related Materials* [ECF No. 1399 in in Case No. 17-3567]³ (the “Order”), and states as follows:

Request for Relief

1. On August 13, 2022, the Oversight Board filed the *Fifth Amended Title III Plan of Adjustment of the Puerto Rico Highways and Transportation Authority* [ECF No. 1377] (the “Fifth Amended HTA Plan”).⁴ The Court considered confirmation of the Fifth Amended HTA Plan, and objections thereto, at a hearing on August 17, 2022 (the “Confirmation Hearing”).

2. On August 18, 2022, the Court entered the *Order to Meet and Confer* [ECF No. 1389] (the “Meet & Confer Order”), directing Assured Guaranty Corp. and Assured Guaranty Municipal Corp. (together, “Assured”) and Franklin Advisors, Inc. and Nuveen Asset Management (together, the “HTA Insured Bondholder Group”) to meet and confer to reach an agreement and propose language reflecting the agreement for inclusion in the Fifth Amended HTA Plan to resolve the *Limited Objection of the HTA Insured Bondholder Group to the Third Amended Title III Plan of Adjustment of the Puerto Rico Highways and Transportation Authority* [ECF No. 1301] (the “IBG Objection”). Meet & Confer Order ¶ 1.

3. On August 23, 2022, in accordance with the Meet & Confer Order, Assured and the HTA Insured Bondholder Group filed the *Joint Response of Assured Guaranty Corp., Assured Guaranty Municipal Corp., and HTA Insured Bondholder Group to Order to Meet and Confer* (ECF No. 21863) [ECF No. 1394] (the “Joint Response”), which provided certain proposed

³ Unless otherwise stated, all ECF Nos. shall refer to the docket in Case No. 17-3567.

⁴ Capitalized terms used herein that are not otherwise defined shall have the meanings given to them in the Fifth Amended HTA Plan.

revisions to the Fifth Amended HTA Plan, among other documents, to consensually resolve the IBG Objection to confirmation of the Fifth Amended HTA Plan.

4. On August 24, 2022, the Court entered the Order, directing the Oversight Board to make appropriate revisions to the Fifth Amended HTA Plan, proposed Findings of Fact and Conclusions of Law, and the proposed HTA Confirmation Order, as well as all other relevant plan materials, that address the Joint Response and representations made during the Confirmation Hearing that resolved other outstanding objections to the Fifth Amended HTA Plan and file these revised materials by August 31, 2022 at 5:00 p.m. (Atlantic Standard Time) (the “Deadline”). Order ¶ 2.

5. While the Oversight Board has prepared a (i) *Modified Fifth Amended Title III Plan of Adjustment of the Puerto Rico Highways and Transportation Authority* that contains revisions that resolve the IBG Objection (as agreed to by Assured and the HTA Insured Bondholder Group) and, as represented on the record of the Confirmation Hearing, the objection filed by Finca Matilde, Inc. [ECF No. 1293] (the “Finca Objection”), (ii) revised proposed Findings of Fact and Conclusions of Law, and (iii) a revised proposed HTA Confirmation Order, additional time is needed to finalize revisions (unrelated to the IBG Objection and the Finca Objection) to certain documents contained in the HTA Plan Supplement filed on August 7, 2022 [ECF No. 1351] (the “Amended HTA Plan Supplement”).

6. The Oversight Board is working with all relevant parties-in-interest to revise the necessary documents in the Amended HTA Plan Supplement. Accordingly, the Oversight Board respectfully requests an extension of the Deadline from August 31, 2022 to **September 6, 2022 at 5:00 p.m. (Atlantic Standard Time)**.

7. Pursuant to Paragraph 1.H of the *Sixteenth Amended Notice, Case Management and Administrative Procedures* [ECF No. 20190-1 in Case No. 17-3283] (the “Case Management Procedures”), the Oversight Board hereby certifies that it has carefully examined the matter and concluded that there is a true need for an urgent motion; it has not created the urgency through any lack of due diligence; has made a bona fide effort to resolve the matter; has made reasonable, good-faith communications in an effort to resolve or narrow the issues that are being brought to the Court.

Notice

8. The Oversight Board has provided notice of this motion in accordance with the Case Management Procedures to the following parties: (a) the Office of the United States Trustee for the District of Puerto Rico; (b) the indenture trustees and/or agents, as applicable, for the Debtors’ bonds; (c) the entities on the list of creditors holding the 20 largest unsecured claims against the Commonwealth; (d) counsel to the statutory committees appointed in these Title III cases; (e) the Office of the United States Attorney for the District of Puerto Rico; (f) counsel to the Oversight Board; (g) the Puerto Rico Department of Justice; (h) the Other Interested Parties;⁵ and (i) all parties filing a notice of appearance in these Title III cases. A copy of the motion is also available at <https://cases.ra.kroll.com/puertorico/>.

9. The Oversight Board submits that, in light of the nature of the relief requested, no other or further notice need be given.

⁵ The “Other Interested Parties” include the following: (i) counsel to certain of the insurers and trustees of the bonds issued or guaranteed by the Debtors; and (ii) counsel to certain ad hoc groups of holders of bonds issued or guaranteed by the Debtors.

WHEREFORE the Oversight Board requests the Court enter the Proposed Order and grant such other relief as is just and proper.

Dated: August 31, 2022
San Juan, Puerto Rico

Respectfully submitted,

/s/ *Brian S. Rosen*

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Exhibit A

Proposed Order

**UNITED STATES DISTRICT COURT
DISTRICT OF PUERTO RICO**

In re:

THE FINANCIAL OVERSIGHT AND MANAGEMENT
BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO, *et al.*,

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PROMESA

Title III

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THE PUERTO RICO HIGHWAYS AND
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PROMESA

Title III

No. 17 BK-3567-LTS

**ORDER GRANTING THE
URGENT MOTION FOR EXTENSION OF DEADLINE
TO SUBMIT REVISED PROPOSED PLAN AND RELATED MATERIALS**

Upon the *Urgent Motion for Extension of Deadline to Submit Revised Proposed Plan and Related Materials* (ECF No. _____, the “Extension Motion”);² and the Court having found that the relief requested in the Extension Motion is in the best interests of the Oversight Board; and the Court having found that the Oversight Board provided adequate and appropriate notice of the

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² Capitalized terms used but not otherwise defined herein have the meanings given to them in the Extension Motion.

Extension Motion under the circumstances and that no other or further notice is required; and the Court having reviewed the Extension Motion; and the Court having determined that the factual bases set forth in the Extension Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is **HEREBY ORDERED THAT:**

1. The Extension Motion is granted as set forth herein.
2. The revised proposed plan and related materials must be filed by **September 6, 2022 at 5:00 p.m. (Atlantic Standard Time)**.
3. This Order resolves Docket Entry No. _____ in Case No. 17-13283.

SO ORDERED.

Dated: August _____, 2022

LAURA TAYLOR SWAIN
United States District Judge